

P0980000107147

December 8, 1998
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: New Filings

800002707698--5
-12/09/98--01088--001
*****70.00 *****70.00

Enclosed, please find the Articles for the Incorporation of Made with Love, 4 Mommies & Me..., Inc. and a check for the amount of Seventy Dollars (\$70.00) to cover filing fees.

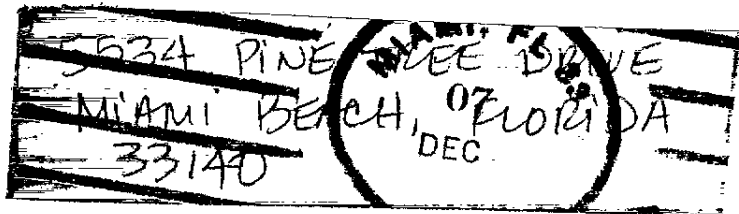
Thank you for your assistance. should there be any problems or questions in the filing of these documents, please do not hesitate contacting the Incorporator of this Corporation at the number listed below.

Sincerely,

Dawn Alane

Dawn Alane, Incorporator

305-368-3599



FILED
98 DEC 28 PM 3:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DEC 10 1998

[Handwritten signature]

DEC 28 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 10, 1998

DAWNN ALANE
5534 PINE TREET DRIVE
MIAMI BEACH, FL 33140

SUBJECT: MADE WITH LOVE, 4 MOMMIES & ME. . .
Ref. Number: W98000027731

We have received your document for MADE WITH LOVE, 4 MOMMIES & ME. . . and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

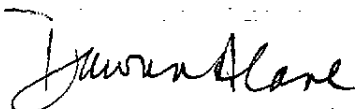
Letter Number: 298A00058435

December 14, 1998
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: New Filings

Enclosed, please find the Articles for the Incorporation of My Mommy Loves Me..., Inc.
and a check for the amount of Seventy Dollars (\$70.00) to cover filing fees.

Thank you for your assistance, should there be any problems or questions in the filing of
these documents, please do not hesitate contacting the Incorporator of this Corporation at
the number listed below.

Sincerely,


Dawnn Alane, Incorporator

305-368-3599

**Articles of Incorporation
Of**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

My Mommy Loves Me., Inc.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for Profit under Chapter 607 of the Florida Statutes.

Article I – Name

The name of the Corporation is **My Mommy loves Me., Inc.**
(hereinafter, "Corporation")

Article II - Purpose of Corporation

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III – Principal Office

The address of the principal office of this corporation is: 5534 Pine Tree Drive, Miami Beach, Florida 33140. The mailing address is: P.O. Box 403502, Miami Beach, Florida 33140.

**Article IV – Incorporator and Registered Agent
and Office**

The name and street address of the incorporator of this Corporation is:

Dawnn Alane
5534 Pine Tree Drive
Miami Beach, Florida 33140

Article V - Officers

The officers of the Corporation shall be: President: Dawnn Alane

Article VI - Directors

The Directors of the Corporation shall be: **Adriana Neri**

And

Dawnn Alane

Article VII - Corporate Capitalization

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **Ten Thousand (10,000)** shares of common stock, each share having the per value of **One Dollar (\$1.00)**

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature, provided, however, that Board of Directors may, in authorizing the issuance of shares of stock an any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

7.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations, as to dividends, qualification, or term or conditions of redemption of the stock.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend.

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

Article IX – Powers of Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable laws or these Articles of Incorporation.

Article X – Term of Existence

This Corporation shall have perpetual existence.

Article XI – Registered Owners

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on part of any other person, whether or not the Corporation shall have notice thereof.

Article VIII - Sub- Chapter S Corporation

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Article XII – Bylaws

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

Article XIII – Effective Date

These Articles of Incorporation shall be effective immediately upon the approval of the Secretary of State, State of Florida

Article XIV - Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon the shareholders in the Articles of Incorporation or any amendment hereto are granted subject to this reservation.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Dawnn Alane

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In witness whereof, I have hereunto set my hand and seal, acknowledged and filled the foregoing Articles of Incorporation under the laws of the State of Florida, this December 14, 1998.



Dawn Alane, Incorporator